WHAT IS CLAIMED IS:

1. A method for the treatment of a disease mediated by p38 other than cancer, comprising administering a compound of formula I

I

wherein B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n,

wherein n is 0-3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_2-C_{10} alkenyl, substituted C_1-C_{10} alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl and -Y-Ar;

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NO_2$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_2-C_{10} alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10}

cycloalkyl, up to per-halosubstituted C_2-C_{10} alkenyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

wherein Y is -O-, -S-, -N(R^5)-, -(CH_2)-$_m$, -C(O)-, -CH(OH)-, -(CH_2)$_m$O-, -(CH_2)$_m$S-, -(CH_2)$_m$N(R^5)-, -O(CH_2)$_m$-, -CHX^a-, -NR^5C(O)NR^5 $R^{5'}$-, -NR^5C(O)-, -C(O)NR^5-, -C$X^a{}_2$-, -S-(CH_2)$_m$- and -N(R^5)(CH_2)$_m$-,

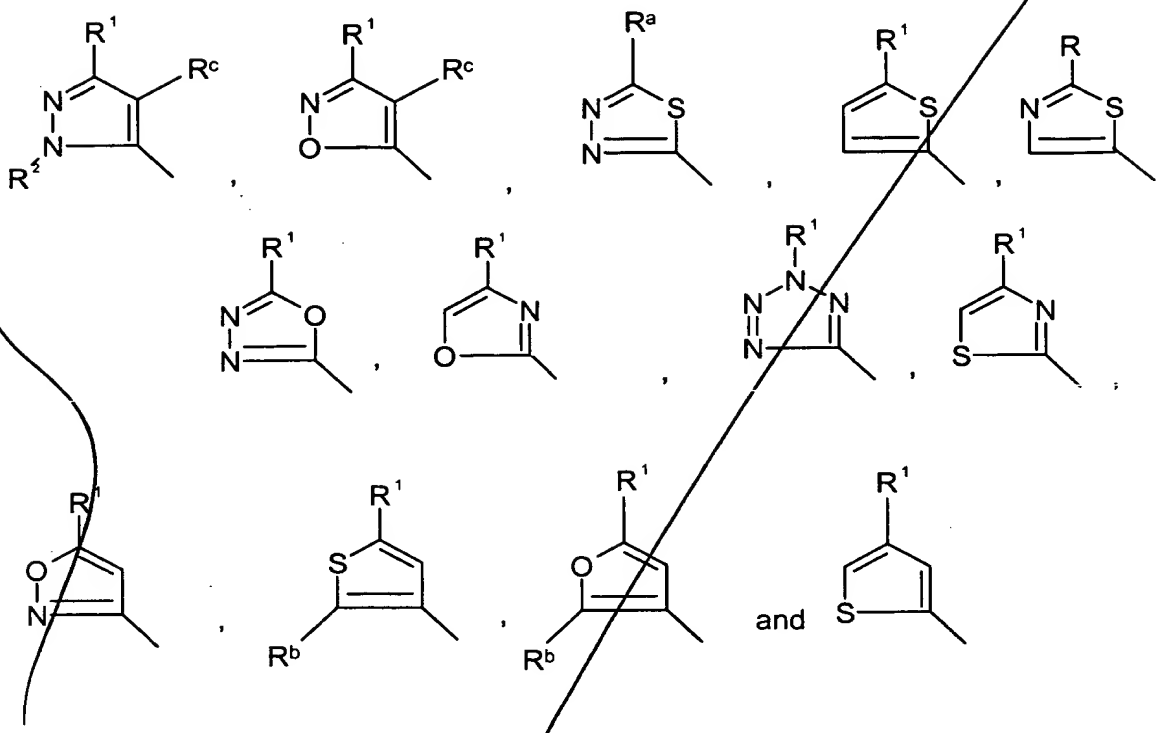
m = 1-3, and X^a is halogen; and

Ar is a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z_{n1},

wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of –CN, -CO_2R^5, -C(O)N$R^5R^{5'}$, -C(O)- NR^5, -NO_2, =O, -OR^5, - SR^5, -N$R^5R^{5'}$, -C(O)R^5, -SO_2R^5, -SO_2N$R^5R^{5'}$, -NR^5C(O)O$R^{5'}$, -NR^5C(O)$R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of –CN, -CO_2R^5, -C(O)$R^{5'}$,-C(O)N$R^5R^{5'}$, =O, -OR^5, -SR^5, -NO_2, -N$R^5R^{5'}$, -NR^5C(O)$R^{5'}$, -NR^5C(O)O$R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C-C_{10} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl and C_7-C_{24} alkaryl;

A is a heteroaryl moiety selected from the group consisting of



wherein

R^1 is selected from the group consisting of halogen, C_3-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_1-C_{13} heteroaryl, C_{6-14} aryl, C_{7-24} alkaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{13} heteroaryl, up to per-halosubstituted C_{6-14} aryl, and up to per-halosubstituted C_{7-24} alkaryl;

R^2 is selected from the group consisting of H, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^3R^{3'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl,

where R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^4$, $-C(O)-NR^3R^{3'}$, $-NO_2$, $-OR^4$, $-SR^4$, and halogen up to per-halosubstitution,

wherein R^3 and $R^{3'}$ are independently selected from the group consisting of H, $-OR^4$, $-SR^4$, $-NR^4R^{4'}$, $-C(O)R^4$, $-CO_2R^4$, $-C(O)NR^4R^{4'}$, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl,

C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl; and

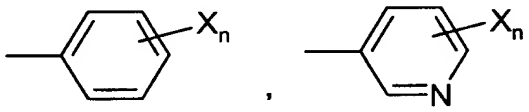
wherein R^4 and $R^{4'}$ are independently selected from the group consisting of H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl; C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

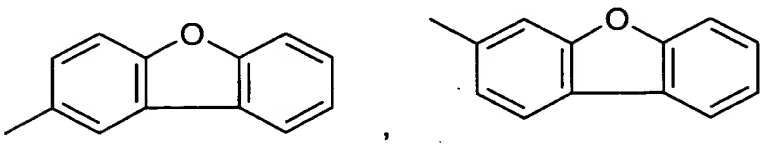
R^a is C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, up to per-halosubstituted C_1-C_{10} alkyl and up to per-halosubstituted C_3-C_{10} cycloalkyl; and

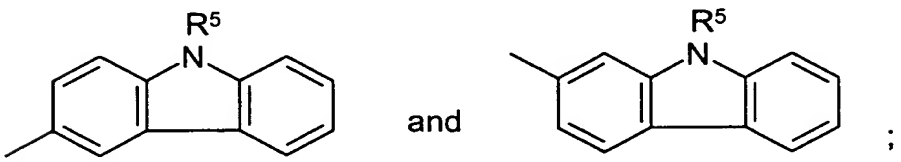
R^b is hydrogen or halogen,

R^c is hydrogen, halogen, C_1-C_{10} alkyl, up to per-halosubstituted C_1-C_{10} alkyl or combines with R^1 and the ring carbon atoms to which R^1 and R^c are bound to form a 5- or 6-membered cycloalkyl, aryl or hetaryl ring with 0-2 members selected from O, N and S.

2. A method as in claim 1, wherein B is up to a tricyclic aromatic ring structure selected from the group consisting of







;

which is substituted or unsubstituted by halogen, up to per-halosubstitution, and

wherein n = 0-3 and each X is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_{1-10}-alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_7-C_{24} alkaryl, C_3-C_{13} heteroaryl, C_4-C_{23} alkheteroaryl, and substituted C_1-C_{10} alkyl, substituted C_{2-10}-alkenyl, substituted C_{1-10}-alkoxy, substituted C_3-C_{10} cycloalkyl, substituted C_4-C_{23} alkheteroaryl and -Y-Ar;

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, NO_2, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$ and halogen up to per-halosubstitution;

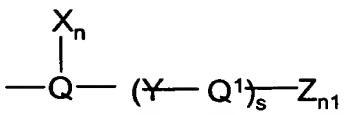
wherein R^5 and $R^{5'}$ are independently selected from H, C_1-C_{10} alkyl, C_{2-10}-alkenyl, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, up to per-halosubstituted C_1-C_{10} alkyl, up to per-halosubstituted C_{2-10}-alkenyl, up to per-halosubstituted C_3-C_{10} cycloalkyl, up to per-halosubstituted C_6-C_{14} aryl and up to per-halosubstituted C_3-C_{13} heteroaryl,

wherein Y is - O-, -S-, $-N(R^5)$-, $-(CH_2)_m$-, -C(O)-, -CH(OH)-, $-(CH_2)_mO$-, $-NR^5C(O)NR^5R^{5'}$-, $-NR^5C(O)$-, $-C(O)NR^5$-, $-(CH_2)_mS$-, $-(CH_2)_mN(R^5)$-, $-O(CH_2)_m$-, $-CHX^a$, $-CX^a{}_2$-, $-S-(CH_2)_m$- and $-N(R^5)(CH_2)_m$-,

m = 1-3, and X^a is halogen; and

Ar is a 5-10 member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halo and optionally substituted by Z_{n1}, wherein nl is 0 to 3 and each Z is independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)R^5$, =O, $-SO_2R^5$, $-SO_2NR^5R^{5'}$, $-C(O)NR^5R^{5'}$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-NR^5C(O)OR^{5'}$, $-NR^5C(O)R^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C_6-C_{14} aryl, C_3-C_{13} heteroaryl, C_7-C_{24} alkaryl, C_4-C_{23} alkheteroaryl, substituted C_1-C_{10} alkyl, substituted C_3-C_{10} cycloalkyl, substituted C_7-C_{24} alkaryl and substituted C_4-C_{23} alkheteroaryl; wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of –CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, =O, $-OR^5$, $-SR^5$, $-NO_2$, $-NR^5R^{5'}$, $-NR^5C(O)R^{5'}$, $-NR^5C(O)OR^{5'}$, C_1-C_{10} alkyl, C_1-C_{10} alkoxy, C_3-C_{10} cycloalkyl, C-C_{10} heteroaryl, C_6-C_{14} aryl, C_4-C_{24} alkheteroaryl and C_7-C_{24} alkaryl.

3. A method of claim 1, wherein B is



wherein Y is selected from the group consisting of –O-, -S-, $-CH_2-$, $-SCH_2-$, $-CH_2S-$, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH-$, $-CH_2O-$ and $-OCH_2-$, where X^a is halogen,

Q is a six member aromatic structure containing 0–2 nitrogen, substituted or unsubstituted by halogen, up to per-halosubstitution;

Q^1 is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or unsubstituted by halogen up to per-halosubstitution, and

X, Z, n and n1 are as defined in claim 1 and s is 0 or 1.

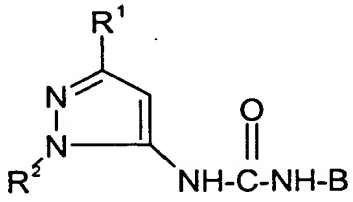
4. A method as in claim 3, wherein

Q is phenyl or pyridinyl, substituted or unsubstituted by halogen, up to per-halosubstitution,

Q^1 is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, or $-Y-Q^1$ is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution, and

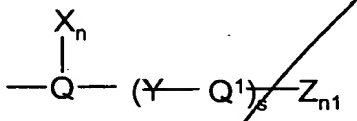
Z and X are independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10}-alkyl or C_3-C_{10}-cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10}-alkyl, C_3-C_6-cycloalkyl and C_6-C_{10}-aryl, wherein R^6 and R^7 can be substituted by halogen or up to per-halosubstitution.

5. A method as in claim 1, comprising administering a compound of the formula



wherein R^1 and R^2 and B are as defined in claim 1.

6. A method as in claim 5, wherein B is 2,3-dichlorophenyl or of the formula



wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O-, -S-, $-CH_2-$ or $-SCH_2$, X is CF_3, and Z is -OH, -Cl or $NHC(O)-C_pH_{2p+1}$, where p = 2-4, s = 0 or 1, n = 0 and n1 = 0 or 1.

7. A method as in claim 1 comprising administering a compound selected from the group consisting of:

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(2,3-dichlorophenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(3-*tert*-Butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-hydroxy-phenyl)thiophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-ethylaminocarbonyl-phenyl)oxyphenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-isobutylaminocarbonyl-phenyl)thiophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)thio-3-(trifluoro-methyl)phenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(1-Methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-((4-pyridinyl)methylthio)-phenyl)urea;

N-(1-(2,2,2-Trifluoroethyl)-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-(2-Hydroxyethyl)-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-Ethoxycarbonylmethyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-(2-Cyanoethyl)-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-(3-Hydroxyphenyl)methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(1-Cyclohexyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(1-methyl3-phenyl-5-pyrazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)-pyridyl)thiophenyl) urea;

N-(1-methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridyl)thiophenyl) urea;

N-(1-methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(3-(4-pyridyl)thiophenyl) urea;

N-(1-methyl-3-*tert*-butyl-5-pyrazolyl)-*N'*-(3-trifluoromethyl-4-(4-pyridylthio)phenyl) urea;

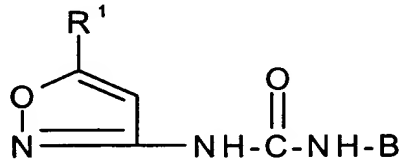
N-(3-*tert*-butyl-5-pyrazolyl)-*N'*-(3-(4-pyridyl)oxyphenyl) urea;

N-(3-*tert*-butyl-5-pyrazolyl)-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

and pharmaceutically acceptable salts thereof.

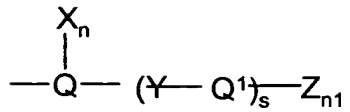
8. A method as in claim 5, wherein R^1 is t-butyl.

9. A method as in claim 1 comprising administering a compound of the formula



wherein R^1 and B are as defined in claim 1.

10. A method as in claim 9, wherein B is



wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O-, -S- or -CH_2, X is CF_3, Z is OH, CH_3, - O-C_pH_{2p+1}, wherein n = 2-6 or –C(O)-NH-CH_3, s = 1, n = 0 or 1 and n1 = 0 or 1.

11. A method as in claim 1 comprising administering a compound selected from the group consisting of:

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-isopropoxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-isobutoxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pentyloxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-methylaminocarbonylphenyl)-oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(4-pyridinyl)thio-3-(trifluoromethyl)-phenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(3-(3-methyl-4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-isoxazolyl)-*N'*-(4-(3-methyl-4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-methylcarbamoyl)pyridyl)-oxyphenyl) urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-methylcarbamoyl)-pyridyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(4-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;

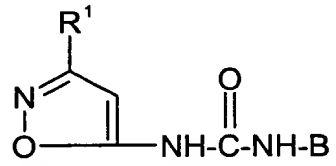
N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-(4-(2-carbamoyl)pyridyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-((4-pyridyl)fluoromethyl)phenyl) urea;

N-(5-*tert*-butyl-3-isoxazolyl)-*N'*-(3-((4-pyridyl)oxomethyl)phenyl) urea;
and pharmaceutically acceptable salts thereof.

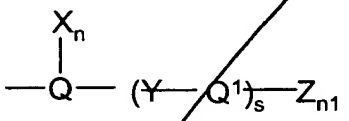
12. A method as in claim 9, wherein R^1 is t-Butyl.

13. A method as in claim 1 comprising administering a compound of the formula



wherein R^1 and B are as defined in claim 1.

14. A method as in claim 13, wherein B is 2,3-dichlorophenyl or of the formula



wherein Q is phenyl, Q^1 is phenyl, pyridinyl or benzothiazolyl, Y is –O-, –S-, $-CH_2-$ or –NH-, Z is Cl, $-CH_3$ or $-OCH_3$, s = 0 or 1, n = 0 and n1 = 0 or 1.

15. A method as in claim 13, wherein R^1 is t-butyl.

16. A method as in claim 1 comprising administering a compound selected from the group consisting of :

N-(3-Isopropyl -5-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-methoxyphenyl)aminophenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-methoxyphenyl)oxyphenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(3-*tert*-Butyl-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(3-(1,1-Dimethylpropyl)-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)methyl-phenyl)urea;

N-(3-(1,1-Dimethylpropyl)-5-isoxazolyl)-*N'*-(3-(4-pyridinyl)thiophenyl)urea;

N-(3-(1,1-Dimethylpropyl)-5-isoxazolyl)-*N'*-(4-(2-benzothiazolyl)-oxyphenyl)urea;

N-(3-(1-Methyl-1-ethylpropyl)-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(3-(1-Methyl-1-ethylpropyl)-5-isoxazolyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(3-cyclobutylyl-5-isoxazolyl)-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

N-(3-*tert*-butyl-5-isoxazolyl)-*N'*-(4-(4-pyridyl)thiophenyl) urea;

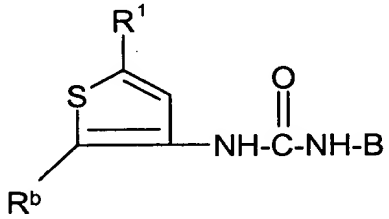
N-(3-(1-methyl-1-ethylprop-1-yl)-5-isoxazolyl)-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

N-(3-*tert*-butyl-5-isoxazolyl)-*N'*-(4-(4-pyridyl)methylphenyl) urea;

N-(3-*tert*-butyl-5-isoxazolyl)-*N'*-(4-(4-methoxyphenyl)aminophenyl) urea;

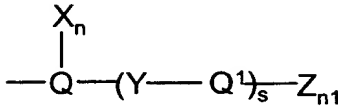
and pharmaceutically acceptable salts thereof.

17. A method as in claim 1 comprising administering a compound of the formula



wherein R^1, R^b and B are as defined in claim 1.

18. A method as in claim 17, wherein B is of the formula



wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O- or –S- or $–CH_2-$, Z is OH, CH_3, Cl, $-OC_2H_5$ or $–OC_3H_7$, s = 0 or 1, n = 0 and n1 = 0 or 1.

19. A method as in claim 17, wherein R^1 is t-butyl.

20. A method as in claim 17, wherein R^b is hydrogen.

21. A method as in claim 1 comprising administering a compound selected from the group consisting of:

N-(2-Bromo-5-*tert*-butyl-3-thienyl)-*N'*-(4-methylphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(2,3-dichlorophenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-ethoxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-isopropoxyphenyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(3-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-pyridinyl)oxyphenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-pyridinyl)thiophenyl)urea;

N-(5-*tert*-Butyl-3-thienyl)-*N'*-(4-(4-pyridinyl)methylphenyl)urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-pyridyl)thiophenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-methoxyphenyl)oxyphenyl) urea;

N-(5-*tert*-butyl-2-(1-thia-3,4-diazolyl))-*N'*-(3-(4-methylphenyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-pyridyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-pyridyl)thiophenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-pyridyl)methylphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(2,3-dichlorophenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-hydroxyphenyl)oxyphenyl) urea;

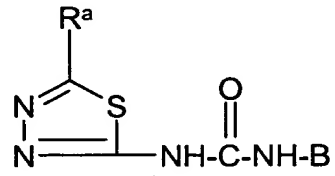
N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-methoxyphenyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-ethoxyphenyl)oxyphenyl) urea;

N-(5-*tert*-butyl-3-thienyl)-*N'*-(4-(4-isopropoxyphenyl)oxyphenyl) urea;

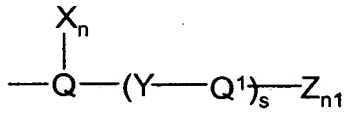
and pharmaceutically acceptable salts thereof.

22. A method as in claim 1 comprising administering a compound of the formula



wherein R^a and B are as defined in claim 1.

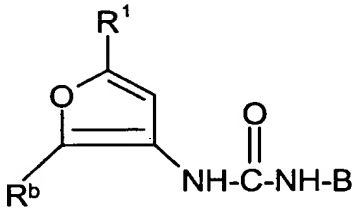
23. A method as in claim 22, wherein B is of the formula

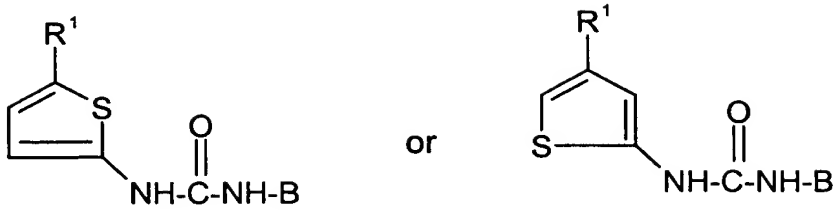


wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O-, –S- or CH_2-, Cl, $-OC_2H_5$ or $-OC_3H_7$, s = 0 or 1, n = 0 and n1 is 0 or 1.

24. A method as in claim 22, wherein R^a is CF_3- or t-butyl.

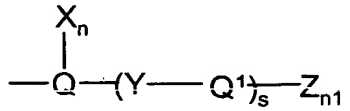
25. A method as in claim 1 comprising administering a compound of one of the formulae





wherein R^1, R^b and B are as defined in claim 1.

26. A method as in claim 25, wherein B is of the formula



wherein Q is phenyl, Q^1 is phenyl or pyridinyl, Y is –O- , –S- or -CH_2-, Z is OH, CH_3, Cl, -OC_2H_5 or -OC_3H_7 , s = 0 or 1, n = 0 and n1 is 0 or 1.

27. A method as in claim 25, wherein R^1 is t-butyl.

28. A method as in claim 1, wherein the compound for formula I displays p38 activity (IC_{50}) better than 10 μm as determined by an in-vitro kinase assay.

29. A method according to claim 1, wherein the disease is mediated by a cytokine or protease regulated by p38.

30. A method according to claim 1, comprising administering an amount of a compound of formula I effective to inhibit p38.

31. A method according to claim 1, comprising administering an amount of a compound of formula I effective to inhibit production of a disease-mediating cytokine or protease.

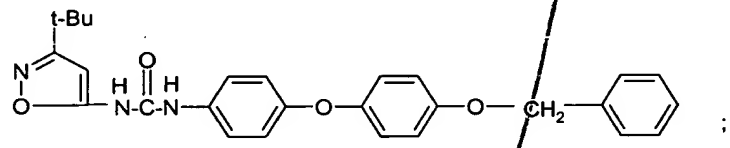
32. A method according to claim 1, wherein the disease is mediated by TNFα, MMP-1, MMP-3, IL-1, IL-6 or IL-8.

33. A method according to claim 1, wherein the disease is an inflammatory or immunomodulatory disease.

34. A method according to claim 1, wherein the disease is rheumatoid arthritis, osteoporosis, osteoarthritis, asthma, septic shock, inflammatory bowel disease, or the result of host-versus-graft reactions.

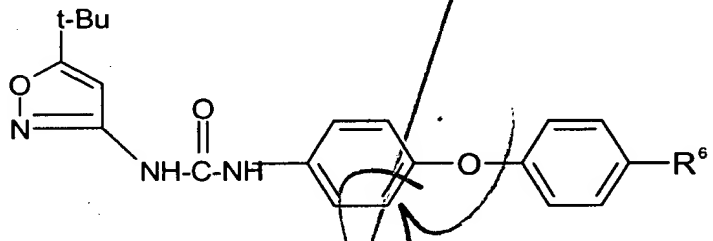
35. A compound of one of the formulae

a)



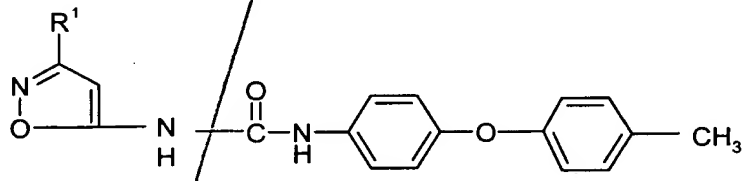
;

b)



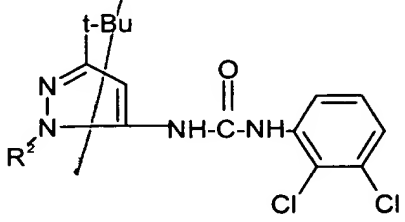
wherein R^6 is -O-CH_2–phenyl, -NH-C(O)-O-t-butyl, -O-n-pentyl , -O-n-butyl , -C(O)-$N(CH_3)_2$, -O-$CH_2CH(CH_3)_2$ or -O-n-propyl;

c)



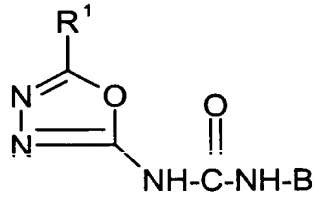
wherein R^1 is –CH_2-t-butyl;

d)



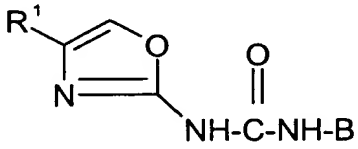
36. A pharmaceutical composition comprising a compound according to claim 35 or a pharmaceutically acceptable salt thereof and a physiologically acceptable carrier.

37. A method as in claim 1, comprising administering a compound of the formula



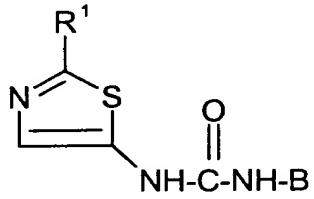
wherein R^1 and B are as defined in claim 1.

38. A method as in claim 1 comprising administering a compound of the formula



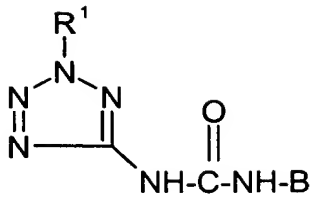
wherein R^1 and B are as defined in claim 1.

39. A method as in claim 1, comprising administering a compound of the formula



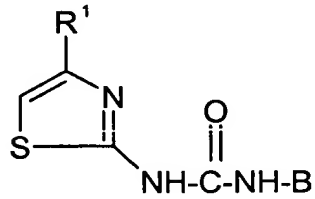
wherein R^1, R^2 and B are as defined in claim 1.

40. A method as in claim 1, comprising administering a compound of the formula



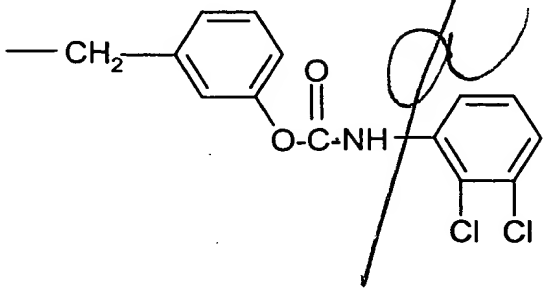
wherein R^1 and B are as defined in claim 1.

41. A method as in claim 1, comprising administering a compound of the formula



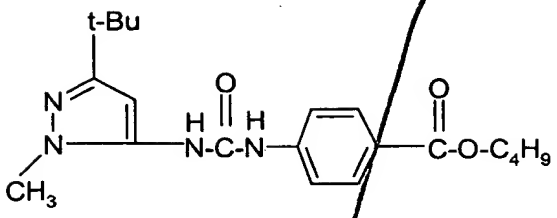
wherein R^1 and B are as defined in claim 1.

wherein R^2 is $-CH_2CF_3$, $-C_2H_4$ -OH, $-CH_2$-(3-HOC_6H_4), $-CH_2C(O)NHCH_3$, $-CH_2C(O)OC_2H_5$, $-C_2H_4CN$, or

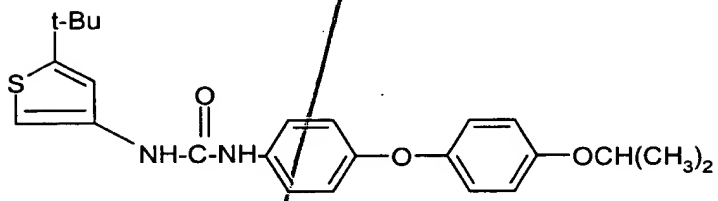


add B7

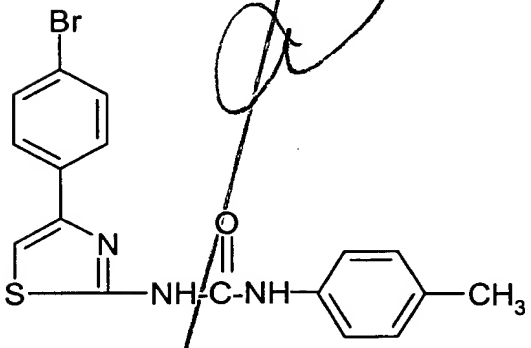
e)



f)

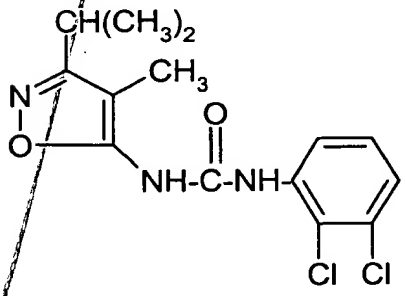


g)



or

h)



and pharmaceutically acceptable salts thereof.